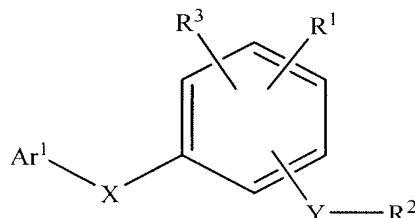


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of the Claims:

Claim 1 (previously presented): A compound having the formula:



wherein

Ar¹ is a substituted or unsubstituted phenyl or a substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of -O-, -C(O)-, -S(O)_k- and -CH₂-,

wherein

the subscript k is an integer of from 0 to 2;

Y is N(R¹²)-S(O)_m-,

wherein

R¹² is selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R¹ is a member selected from the group consisting of (C₂-C₈)heteroalkyl, aryl, aryl(C₁-C₄)alkyl, halogen, cyano, nitro, (C₁-C₈)alkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-OR¹⁷, -O-C(O)-R¹⁷, -O-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-R¹⁷ and -N(R¹⁴)-C(O)-OR¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

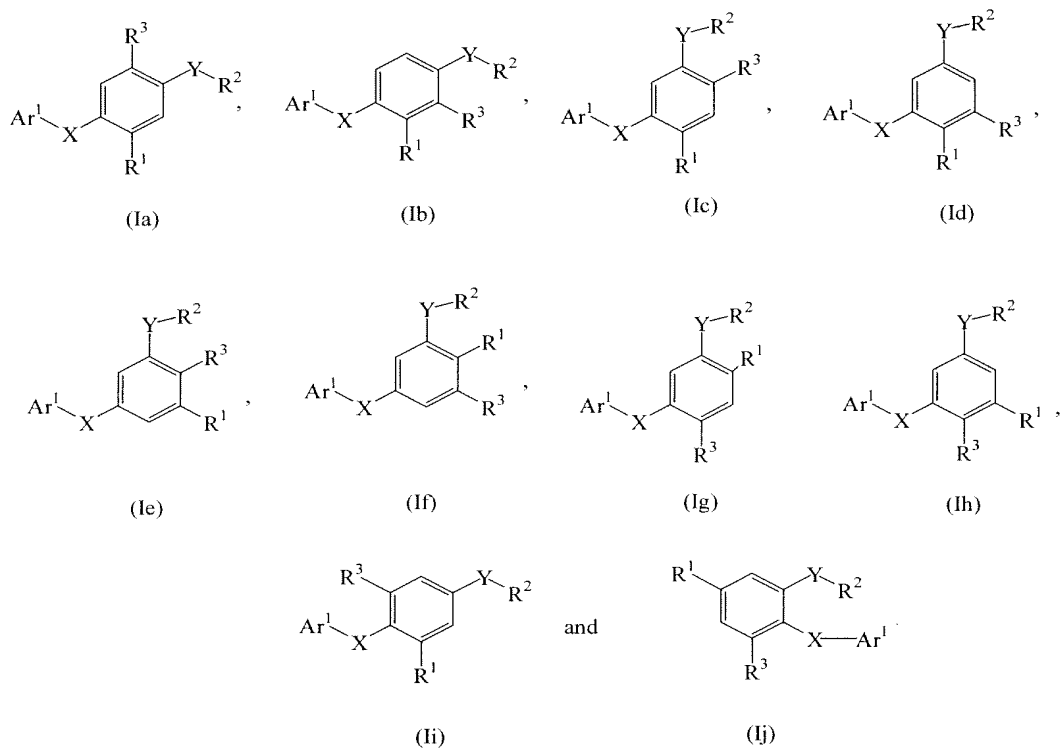
R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl, and aryl(C₁-C₄)alkyl, or taken together with the nitrogen to which each is attached form a 5-,

6- or 7-membered ring;
R¹⁷ is a member selected from the group consisting of (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;
the subscript p is an integer of from 0 to 3; and
the subscript q is an integer of from 1 to 2; and
R² is a substituted or unsubstituted aryl; and
R³ is a member selected from the group consisting of halogen, cyano, nitro and (C₁-C₈)alkoxy;
or a pharmaceutically acceptable salt of the compound.

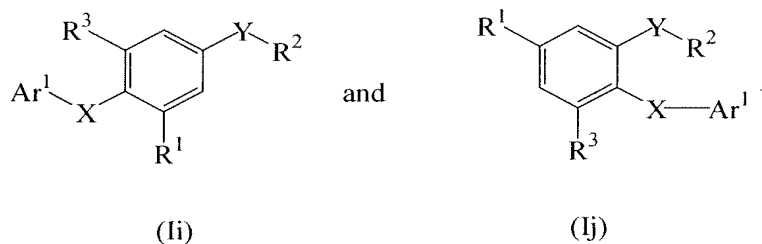
Claim 2 (previously presented): A compound of claim 1, wherein R² is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 3 (original): A compound of claim 2, wherein Ar¹ is a substituted or unsubstituted phenyl group.

Claim 4 (original): A compound of claim 3, represented by a formula selected from the group consisting of



Claim 5 (original): A compound of claim 3, represented by a formula selected from the group consisting of



Claim 6 (previously presented): A compound of claim 5, wherein

X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{O}-$, $-\text{C}(\text{O})-$, and $-\text{S}-$;

Y is $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$,

wherein

R^{12} is a member selected from the group consisting of hydrogen and $(\text{C}_1-\text{C}_8)\text{alkyl}$;

R^1 is a member selected from the group consisting of halogen, $(\text{C}_1-\text{C}_8)\text{alkyl}$, $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$, $(\text{C}_1-\text{C}_8)\text{alkoxy}$, $-\text{C}(\text{O})\text{R}^{14}$, $-\text{CO}_2\text{R}^{14}$, $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$, $-\text{S}(\text{O})_p-\text{R}^{14}$, $-\text{S}(\text{O})_q-\text{NR}^{15}\text{R}^{16}$, $-\text{O}-\text{C}(\text{O})-\text{R}^{17}$, and $-\text{N}(\text{R}^{14})-\text{C}(\text{O})-\text{R}^{17}$;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R¹⁷ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R² is a substituted or unsubstituted phenyl; and

R³ is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

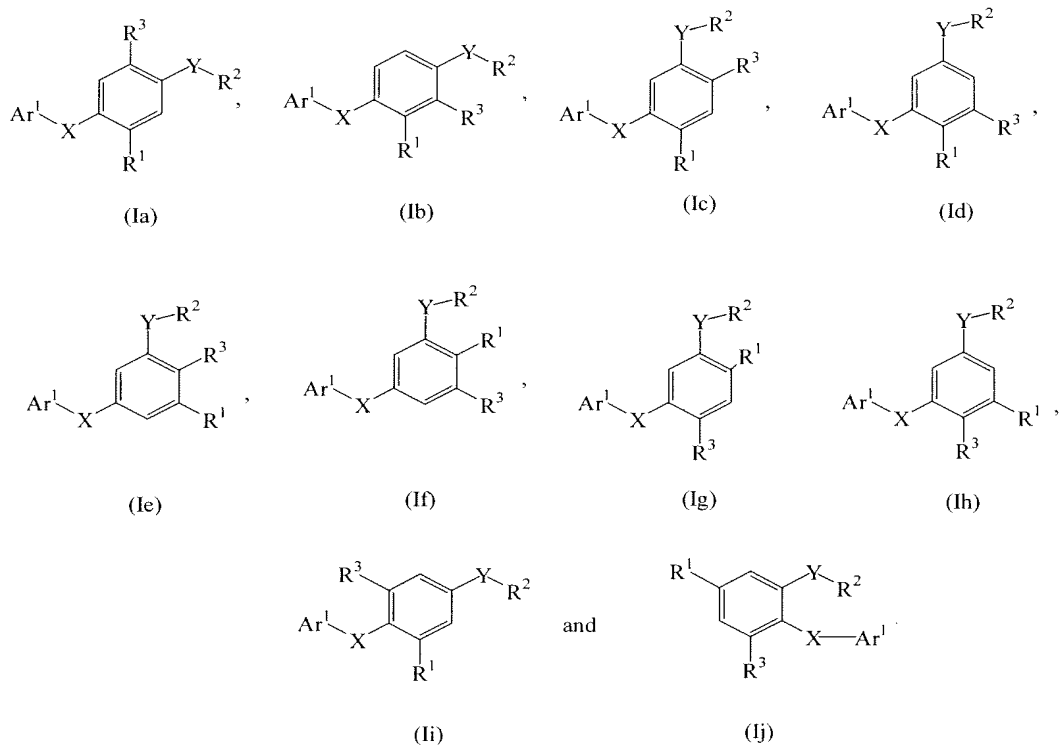
Claim 7 (previously presented): A compound of claim 6, wherein X is -O-, or -S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 8 (previously presented): A compound of claim 7, wherein Ar¹ is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

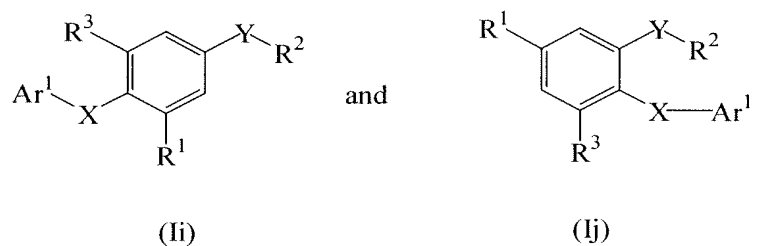
Claims 9 -14 (canceled).

Claim 15 (original): A compound of claim 2, wherein Ar¹ is a substituted or unsubstituted naphthyl group.

Claim 16 (original): A compound of claim 15, represented by a formula selected from the group consisting of



Claim 17 (original): A compound of claim 16, represented by a formula selected from the group consisting of



Claim 18 (previously presented): A compound of claim 17, wherein

X is a divalent linkage selected from the group consisting of -CH₂-, -O-, -C(O)-, and -S-;

wherein

R¹¹ is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

Y is -N(R¹²)-S(O)₂-,

wherein

R^{12} is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

R^1 is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O) R^{14} , -CO₂ R^{14} , -C(O)NR¹⁵ R^{16} , -S(O)_p- R^{14} , -S(O)_q-NR¹⁵ R^{16} , -O-C(O)- R^{17} , and -N(R^{14})-C(O)- R^{17} ;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R^2 is a substituted or unsubstituted phenyl; and

R^3 is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

Claim 19 (previously presented): A compound of claim 18, wherein X is -O- or -S-; Y is -NH-SO₂-; R^1 is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O) R^{14} , -CO₂ R^{14} , -C(O)NR¹⁵ R^{16} , -S(O)_p- R^{14} and -S(O)_q-NR¹⁵ R^{16} ; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 20 (original): A compound of claim 19, wherein Ar¹ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R^1 is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claims 21-54 (canceled).

Claim 55 (previously presented): A compound of claim 2, wherein R^2 is substituted phenyl.

Claim 56 (previously presented): A compound of claim 7, wherein X is -O-.

Claim 57 (previously presented): A compound of claim 7, wherein X is -S-.

Claim 58 (previously presented): A compound of claim 7, wherein the compound is of formula Ii.

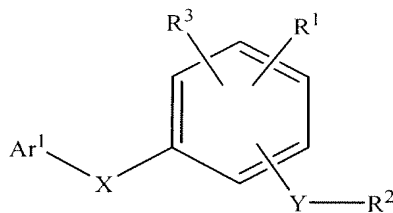
Claim 59 (previously presented): A compound of claim 15, wherein Ar^1 is unsubstituted naphthyl.

Claim 60 (previously presented): A compound of claim 19, wherein X is -S-.

Claim 61 (previously presented): A compound of claim 19, wherein X is -O-.

Claim 62 (previously presented): A compound of claim 19, wherein the compound is of formula Ii.

Claim 63 (previously presented): A composition comprising a pharmaceutically acceptable carrier or excipient and a compound having the formula:



wherein

Ar^1 is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of -O-, -C(O)-, -S(O)_k- and -CH₂-,

wherein

the subscript k is an integer of from 0 to 2;

Y is $N(R^{12})-S(O)_m-$,

wherein

R^{12} is selected from the group consisting of hydrogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl and aryl (C_1-C_4) alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R^1 is a member selected from the group consisting of (C_2-C_8) heteroalkyl, aryl, aryl (C_1-C_4) alkyl, halogen, cyano, nitro, (C_1-C_8) alkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-OR^{17}$, $-O-C(O)-R^{17}$, $-O-C(O)-NR^{15}R^{16}$, $-N(R^{14})-C(O)-NR^{15}R^{16}$, $-N(R^{14})-C(O)-R^{17}$ and $-N(R^{14})-C(O)-OR^{17}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, aryl and aryl (C_1-C_4) alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, aryl, and aryl (C_1-C_4) alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, aryl and aryl (C_1-C_4) alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

R^2 is a substituted or unsubstituted aryl; and

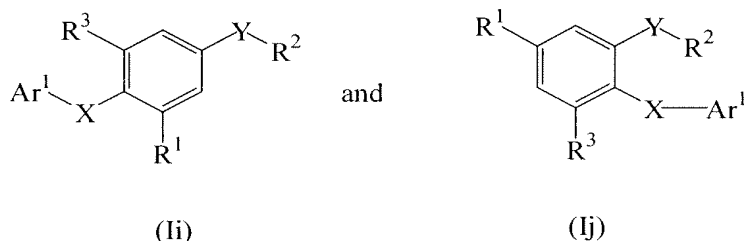
R^3 is a member selected from the group consisting of halogen, cyano, nitro and (C_1-C_8) alkoxy;

or a pharmaceutically acceptable salt of the compound.

Claim 64 (previously presented): A composition of claim 63, wherein R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 65 (previously presented): A composition of claim 64, wherein Ar^1 is a substituted or unsubstituted phenyl group.

Claim 66 (previously presented): A composition of claim 65, wherein the compound is represented by a formula selected from the group consisting of



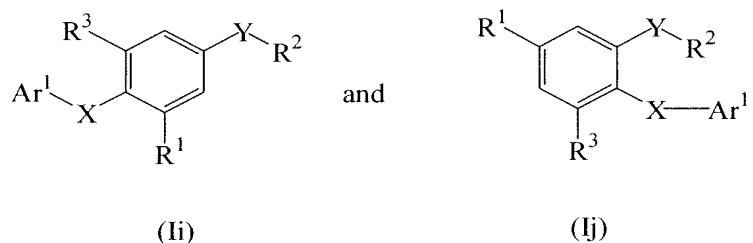
and wherein X is $-O-$ or $-S-$; Y is $-NH-SO_2-$; R^1 is a member selected from the group consisting of halogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and $-S(O)_q-NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_8)$ alkyl, $-C(O)-(C_1-C_8)$ alkyl, $-CN$, $-CF_3$, (C_1-C_8) alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 67 (previously presented): A composition of claim 66, wherein Ar^1 is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_6)$ alkyl, $-CF_3$, (C_1-C_8) alkyl and $-NO_2$; R^1 is a member selected from the group consisting of halogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl and (C_1-C_8) alkoxy; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_8)$ alkyl, $-C(O)-(C_1-C_8)$ alkyl, $-CN$, $-CF_3$, (C_1-C_8) alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 68 (previously presented): A composition of claim 67, wherein the compound is of formula Ii.

Claim 69 (previously presented): A composition of claim 63, wherein Ar^1 is substituted or unsubstituted naphthyl group.

Claim 70 (previously presented): A composition of claim 69, wherein the compound is represented by a formula selected from the group consisting of

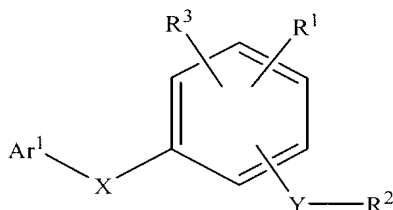


and wherein X is -O- or -S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 71 (previously presented): A composition of claim 70, wherein Ar¹ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 72 (previously presented): A composition of claim 71, wherein the compound is of formula Ii.

Claim 73 (currently amended): A method for modulating conditions associated with a metabolic or inflammatory disorders disorder in a host, said method comprising administering to said host an efficacious amount of a compound having the formula:



wherein

Ar¹ is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;
 X is a divalent linkage selected from the group consisting of -O-, -C(O)-, -S(O)_k- and

-CH₂-,

wherein

the subscript k is an integer of from 0 to 2;

Y is N(R¹²)-S(O)_m-,

wherein

R¹² is selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R¹ is a member selected from the group consisting of (C₂-C₈)heteroalkyl, aryl, aryl(C₁-C₄)alkyl, halogen, cyano, nitro, (C₁-C₈)alkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-OR¹⁷, -O-C(O)-R¹⁷, -O-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-R¹⁷ and -N(R¹⁴)-C(O)-OR¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl, and aryl(C₁-C₄)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R¹⁷ is a member selected from the group consisting of (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

R² is a substituted or unsubstituted aryl; and

R³ is a member selected from the group consisting of halogen, cyano, nitro and (C₁-C₈)alkoxy;

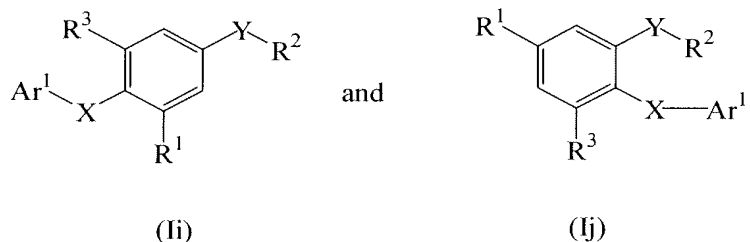
or a pharmaceutically acceptable salt of the compound;

wherein said metabolic disorder is selected from the group consisting of non-insulin-dependent diabetes mellitus (NIDDM), obesity and hypercholesterolemia.

Claim 74 (previously presented): The method of claim 73, wherein R² is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 75 (previously presented): The method of claim 73, wherein Ar¹ is a substituted or unsubstituted phenyl group.

Claim 76 (previously presented): The method of claim 75, wherein the compound is represented by a formula selected from the group consisting of



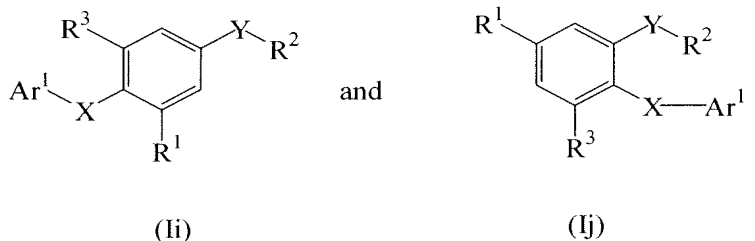
and wherein X is -O- or -S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 77 (previously presented): The method of claim 76, wherein Ar¹ is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 78 (previously presented): The method of claim 77, wherein the compound is of formula Ii.

Claim 79 (previously presented): The method of claim 73, wherein Ar¹ is a substituted or unsubstituted naphthyl group.

Claim 80 (previously presented): The method of claim 79, wherein the compound represented by a formula selected from the group consisting of



and wherein X is -O- or -S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 81 (previously presented): The method of claim 80, wherein Ar¹ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 82 (previously presented n): The method of claim 81, wherein the compound is of formula Ij.

Claim 83 (previously presented): The method of claim 73, wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

Claim 84 (previously presented): The method of claim 73, wherein said administering is oral.

Claim 85 (currently amended). The method of claim 73, wherein said disorders are selected from the group consisting of metabolic disorder is NIDDM.

Claim 86 (currently amended): The method of claim ~~[[85]]~~73, wherein said metabolic disorders are mediated by PPAR γ .